

TRADEMARK LICENSE AGREEMENT

TRADEMARK LICENSE AGREEMENT, dated as of May 23, 2007 I.M. (the "Agreement"), by and between Phat Fashions LLC ("Licensor"), a New York limited liability company with offices at 512 Seventh Avenue, 43rd Floor, New York, NY 10018 and 4404106 Canada, Inc., a company organized under the laws of Canada, with an address at 5555 Cypihot, St. Laurent, Quebec H4S 1R3 ("Licensee").

WITNESSETH:

WHEREAS, to the best of its knowledge, Licensor warrants that it is the sole and exclusive owner of certain copyrights and trademarks, which copyrights and trademarks and any registrations or applications therefor are more particularly described in Schedule A annexed hereto, and the parties desire to enter into this Agreement with regard to the licensing to Licensee of the rights to utilize such intellectual property.

In consideration of the mutual covenants and agreements hereinafter contained on the part of each of the parties hereto to be kept, observed and performed, and for such other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto covenant and agree as follows:

1. Definitions. As used in this Agreement, the following terms and phrases shall have the following meanings:

"Advance" shall mean an advance payment on account of Royalties payable hereunder in accordance with Sections 4(a) and 4(d).

"Affiliate" shall mean any person, corporation or other entity which directly or indirectly controls, is controlled by, or is under common control with a party. "Control" shall mean possession, directly or indirectly, of power to direct or cause the direction of management or policies of any such person, corporation or entity, through ownership of voting securities, by contract or otherwise.

"Annual Period" shall mean the period from the date of execution of this Agreement through December 31, 2008, which shall be the first Annual Period hereunder, and each consecutive 12-month period ending December 31st thereafter during the Term.

"Dollars" or "\$" shall mean dollars in lawful currency of the United States of America.

"Immoral Activity" shall mean any illegal, indecent, immoral, harmful or scandalous behavior which would offend the public conscience and which may directly or

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CONFIDENTIAL & ATTORNEYS' EYES ONLY

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